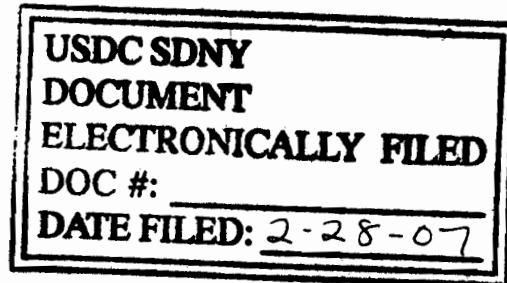


SAND, S.



IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

THE SILVERFERN GROUP,

Plaintiff,

v.

ePALS CLASSROOM EXCHANGE, INC.,

Defendant.

Civil Action No. 06CV15404 (LBS)

**STIPULATION OF
SUBSTITUTION OF COUNSEL**

IT IS HEREBY STIPULATED by the undersigned that Schlam Stone & Dolan LLP, 26 Broadway, New York, New York 10004, shall be substituted as counsel for defendant ePALS Classroom Exchange, Inc. in the above matter in place and instead of Cooley Godward Kronish LLP, 1114 Avenue of the Americas, New York, NY 10036.

Dated: New York, New York
February 23, 2007

COOLEY GODWARD KRONISH LLP

SCHLAM STONE & DOLAN LLP

By: 

Maxine Sleeper (MS-9539)
1114 Avenue of the Americas
New York, NY 10036
Phone: (212) 479-6000

By: 

James C. Sherwood (JS-6391)
26 Broadway
New York, NY 10004
(212) 344-5400

ePALS CLASSROOM EXCHANGE, INC.

By: 

Ted Stern, Esq.
Vice President and General Counsel
of ePALS, Inc.

SO ORDERED


U.S.D.J.

317561 v1/RE

2/28/07